



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2013
OF THE CONDITION AND AFFAIRS OF THE
HealthLink HMO, Inc.

NAIC Group Code 0671 0671 NAIC Company Code 96475 Employer's ID Number 43-1616135
(Current) (Prior)
Organized under the Laws of Missouri, State of Domicile or Port of Entry Missouri
Country of Domicile United States of America
Licensed as business type: Health Maintenance Organization
Is HMO Federally Qualified? Yes [] No [X]
Incorporated/Organized 07/29/1992 Commenced Business 01/14/1993
Statutory Home Office 1831 Chestnut Street St. Louis, MO, US 63103-2275
(Street and Number) (City or Town, State, Country and Zip Code)
Main Administrative Office 1831 Chestnut Street
(Street and Number)
St. Louis, MO, US 63103-2275 314-923-4444
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)
Mail Address 6775 W. Washington Street Milwaukee, WI, US 53214
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)
Primary Location of Books and Records 6775 W. Washington Street
(Street and Number)
Milwaukee, WI, US 53214 414-459-6833
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)
Internet Website Address www.healthlink.com
Statutory Statement Contact Brenda J Buss 414-459-6833
(Name) (Area Code) (Telephone Number)
brenda.buss@bcbswi.com 414-459-6229
(E-mail Address) (FAX Number)

OFFICERS

President Steven John Martenet # Treasurer Robert David Kretschmer
Secretary Kathleen Susan Kiefer Assistant Secretary Karen Elizabeth Geiger

OTHER

DIRECTORS OR TRUSTEES

Wayne Scott DeVeydt Steven John Martenet # Catherine Irene Kelaghan

State of Missouri SS:
County of St. Louis

City

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

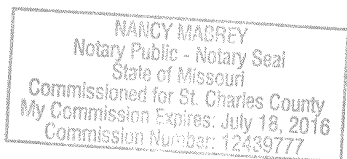
Steven John Martenet
President

Kathleen Susan Kiefer
Secretary

Robert David Kretschmer
Treasurer

Subscribed and sworn to before me this 23rd day of April 2013
Nancy Mahruy

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....



ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	14,503,832		14,503,832	14,506,078
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$7,182,741), cash equivalents (\$) and short-term investments (\$250,449)	7,433,190		7,433,190	3,468,247
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	21,937,022	0	21,937,022	17,974,325
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	112,428		112,428	18,078
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	34,518		34,518	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	229,542		229,542	321,270
24. Health care (\$) and other amounts receivable			0	0
25. Aggregate write-ins for other than invested assets	13,059	13,059	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	22,326,569	13,059	22,313,510	18,313,673
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	22,326,569	13,059	22,313,510	18,313,673
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Provider Admin Fee Receivable	13,059	13,059	0	0
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	13,059	13,059	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$11,572 reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	845		845	177
9. General expenses due or accrued	1,168,974		1,168,974	943,012
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	1,749,830		1,749,830	474,579
10.2 Net deferred tax liability	667		667	1,059
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others.....			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	102,155		102,155	76,388
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	48,492		48,492	11,171
23. Aggregate write-ins for other liabilities (including \$2,473 current)	98,698	0	98,698	39,614
24. Total liabilities (Lines 1 to 23)	3,169,661	0	3,169,661	1,546,000
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000	1,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	2,499,000	2,499,000
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	16,643,849	14,267,673
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	19,143,849	16,767,673
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	22,313,510	18,313,673
DETAILS OF WRITE-INS				
2301. Escheat	98,698		98,698	39,614
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	98,698	0	98,698	39,614
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	33	43	147
2. Net premium income (including \$ non-health premium income).....	XXX			
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	10,397	10,120	35,654
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	10,397	10,120	35,654
Hospital and Medical:				
9. Hospital/medical benefits		11,084	16,357	10,423
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs			697	596
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)	0	11,084	17,054	11,019
Less:				
17. Net reinsurance recoveries		11,084	17,054	11,019
18. Total hospital and medical (Lines 16 minus 17)	0	0	0	0
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$245,433 cost containment expenses		247,211	180,608	962,967
21. General administrative expenses		(3,778,228)	(3,575,490)	(14,798,790)
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	(3,531,017)	(3,394,882)	(13,835,823)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,541,414	3,405,002	13,871,477
25. Net investment income earned		112,515	210,106	800,716
26. Net realized capital gains (losses) less capital gains tax of \$			0	143,139
27. Net investment gains (losses) (Lines 25 plus 26)	0	112,515	210,106	943,855
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	3,653,929	3,615,108	14,815,332
31. Federal and foreign income taxes incurred	XXX	1,276,208	1,262,659	5,117,223
32. Net income (loss) (Lines 30 minus 31)	XXX	2,377,721	2,352,449	9,698,109
DETAILS OF WRITE-INS				
0601. Provider Admin Fees	XXX	10,397	10,120	35,654
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	10,397	10,120	35,654
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	16,767,673	17,994,451	17,994,451
34. Net income or (loss) from Line 32	2,377,721	2,352,449	9,698,109
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	392	(108,490)	(465,993)
39. Change in nonadmitted assets	(1,937)	309,322	1,316,842
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....		224,264	224,264
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders		0	(12,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	2,376,176	2,777,545	(1,226,778)
49. Capital and surplus end of reporting period (Line 33 plus 48)	19,143,849	20,771,996	16,767,673
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	668	(2,472)	(14,146)
2. Net investment income	20,410	386,211	1,161,276
3. Miscellaneous income	10,397	10,120	35,654
4. Total (Lines 1 to 3)	31,475	393,859	1,182,784
5. Benefit and loss related payments	0	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	(3,759,782)	(3,644,243)	(14,118,913)
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	957	438,458	5,165,858
10. Total (Lines 5 through 9)	(3,758,825)	(3,205,785)	(8,953,055)
11. Net cash from operations (Line 4 minus Line 10)	3,790,300	3,599,644	10,135,839
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	12,378,746
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	12,378,746
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	1,513,886
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	1,513,886
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	10,864,860
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	12,000,000
16.6 Other cash provided (applied)	174,643	264,852	1,526,263
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	174,643	264,852	(10,473,737)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	3,964,943	3,864,496	10,526,962
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	3,468,247	(7,058,715)	(7,058,715)
19.2 End of period (Line 18 plus Line 19.1)	7,433,190	(3,194,219)	3,468,247

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	11	11	0	0	0	0	0	0	0	0
2. First Quarter	11	11								
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	33	33								
Total Member Ambulatory Encounters for Period:										
7. Physician	4	4								
8. Non-Physician	2	2								
9. Total	6	6	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	5,787	5,787								
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	5,787	5,787								
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	11,151	11,151								
18. Amount Incurred for Provision of Health Care Services	11,084	11,084								

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental Only						
4. Vision Only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)						
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9-10+11+12)						

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2012. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of HealthLink HMO, Inc. (the “Company”) have been prepared in conformity with the National Association of Insurance Commissioners’ (“NAIC”) *Annual Statement Instructions* and in accordance with accounting practices prescribed or permitted by the State of Missouri Department of Insurance (the “Department”). The Department has adopted accounting policies found in the National Association of Insurance Commissioners’ (“NAIC”) *Accounting Practices and Procedures Manual* (“NAIC SAP”) as a component of prescribed accounting practices. The Department has the right to permit other specific practices that deviate from prescribed practices. The Company has employed no permitted practices in preparing the accompanying statutory basis financial statements.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed by the Department is shown below:

	State of Domicile	March 31, 2013	December 31, 2012
<u>Net Income</u>			
(1) HealthLink HMO, Inc. state basis (Page 4, Line 32, Columns 2 & 3)	Missouri	\$ 2,377,721	\$ 9,698,109
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:		-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP:		-	-
(4) NAIC SAP (1-2-3=4)	Missouri	\$ 2,377,721	\$ 9,698,109
<u>Surplus</u>			
(5) HealthLink HMO, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	Missouri	\$ 19,143,849	\$ 16,767,673
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:		-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:		-	-
(8) NAIC SAP (5-6-7=8)	Missouri	\$ 19,143,849	\$ 16,767,673

B. – C.

No significant change.

2. Accounting Changes and Corrections of Errors

Not applicable.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

NOTES TO FINANCIAL STATEMENTS

5. Investments

A. – C.

Not applicable.

D. Loan-Backed Securities

The Company did not have loan-backed securities at March 31, 2013.

E. – G.

Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

7. Investment Income

No significant change.

8. Derivative Instruments

Not applicable.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. – C.

No significant change.

D. Amounts Due To or From Related Parties

At March 31, 2013, the Company reported \$229,542 due from affiliates and \$102,155 due to affiliates. The receivable and payable balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

E. – L.

No significant change.

11. Debt

Not applicable.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

NOTES TO FINANCIAL STATEMENTS

13. Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

No significant change.

14. Contingencies

No significant change.

15. Leases

Not applicable.

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not applicable.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not applicable.

B. Transfer and Servicing of Financial Assets

Not applicable.

C. Wash Sales

- 1. In the course of the Company’s asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
- 2. At March 31, 2013, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. Administrative Services Only (“ASO”) Plans

The gain/loss from operations from ASO uninsured plans and the uninsured portion of partially insured ASO plans for the three months ended March 31, 2013 was:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ 3,531,017	\$ -	\$ 3,531,017
b. Total net other income or expenses (including interest paid to or received from plans)	-	-	-
c. Net gain or (loss) from operations	\$ 3,531,017	\$ -	\$ 3,531,017
d. Total claim payment volume	\$ 4,271,781	\$ -	\$ 4,271,781

NOTES TO FINANCIAL STATEMENTS

B. Administrative Services Contract Plans

Not applicable.

C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract

Not applicable.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable.

20. Fair Value Measurements

A. There are no assets or liabilities measured at fair value as of March 31, 2013.

B. Fair Value Measurements Under Other Accounting Pronouncements

Not applicable.

C. Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 14,691,840	\$ 14,503,832	\$ 11,089,430	\$ 3,602,410	\$ -	\$ -
Short term investments	250,449	250,449	250,449	-	-	-

D. Not Practicable to Estimate Fair Value

There are no financial instruments that were not practicable to estimate fair value.

21. Other Items

No significant change.

22. Events Subsequent

There were no events occurring subsequent to March 31, 2013 requiring disclosure. Subsequent events have been considered through May 9, 2013 for the statutory statement issued on May 9, 2013.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Not applicable.

26. Intercompany Pooling Arrangements

Not applicable.

27. Structured Settlements

NOTES TO FINANCIAL STATEMENTS

Not applicable.

28. Health Care Receivables

No significant change.

29. Participating Policies

Not applicable.

30. Premium Deficiency Reserves

Not applicable.

31. Anticipated Subrogation and Other Recoveries

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [☐] No [☒] N/A [☐]
If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

03/21/2009
- 6.4

By what department or departments?
Missouri Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☐] No [☐] N/A [☒]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] No [☐] N/A [☐]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐] No [☒]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$15,848

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End Book/Adjusted Carrying Value | Current Quarter Book/Adjusted Carrying Value |
| 14.21 Bonds | \$0 | \$ |
| 14.22 Preferred Stock | \$0 | \$ |
| 14.23 Common Stock | \$0 | \$ |
| 14.24 Short-Term Investments | \$0 | \$ |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$ |
| 14.26 All Other | \$0 | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$0 | \$0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes [] No []

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$0
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$0
- 16.3 Total payable for securities lending reported on the liability page

\$0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon Corporation	New York, NY

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]
- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
113878	McDonnell Investment Management, LLC	Oak Brook, IL

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

%
- 1.2 A&H cost containment percent

%
- 1.3 A&H expense percent excluding cost containment expenses

%
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

STATEMENT AS OF MARCH 31, 2013 OF THE HealthLink HMO, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

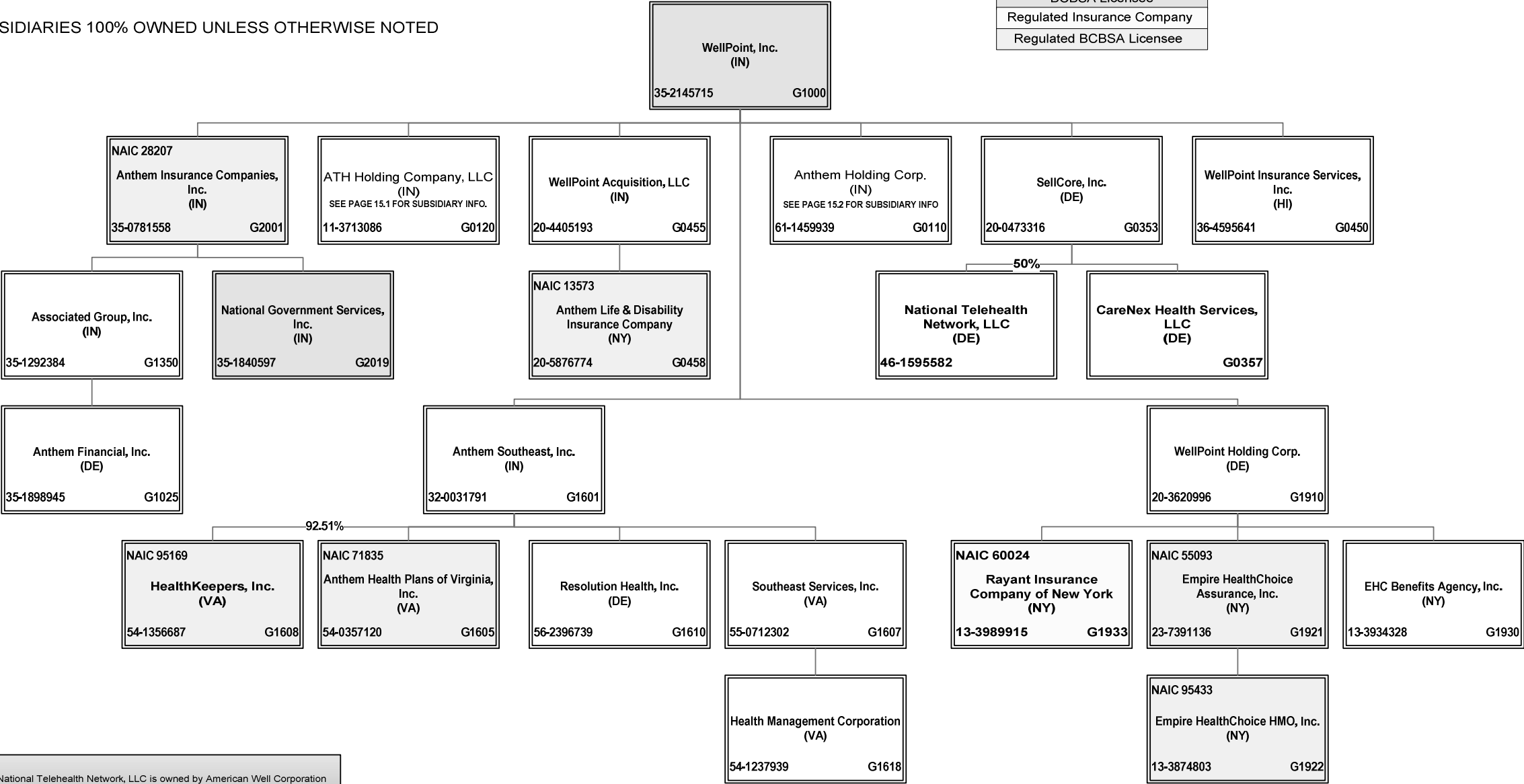
Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						.0	
2.	Alaska	AK	N						.0	
3.	Arizona	AZ	N						.0	
4.	Arkansas	AR	L						.0	
5.	California	CA	N						.0	
6.	Colorado	CO	N						.0	
7.	Connecticut	CT	N						.0	
8.	Delaware	DE	N						.0	
9.	District of Columbia ..	DC	N						.0	
10.	Florida	FL	N						.0	
11.	Georgia	GA	N						.0	
12.	Hawaii	HI	N						.0	
13.	Idaho	ID	N						.0	
14.	Illinois	IL	L						.0	
15.	Indiana	IN	N						.0	
16.	Iowa	IA	N						.0	
17.	Kansas	KS	N						.0	
18.	Kentucky	KY	N						.0	
19.	Louisiana	LA	N						.0	
20.	Maine	ME	N						.0	
21.	Maryland	MD	N						.0	
22.	Massachusetts	MA	N						.0	
23.	Michigan	MI	N						.0	
24.	Minnesota	MN	N						.0	
25.	Mississippi	MS	N						.0	
26.	Missouri	MO	L	5,787					5,787	
27.	Montana	MT	N						.0	
28.	Nebraska	NE	N						.0	
29.	Nevada	NV	N						.0	
30.	New Hampshire	NH	N						.0	
31.	New Jersey	NJ	N						.0	
32.	New Mexico	NM	N						.0	
33.	New York	NY	N						.0	
34.	North Carolina	NC	N						.0	
35.	North Dakota	ND	N						.0	
36.	Ohio	OH	N						.0	
37.	Oklahoma	OK	N						.0	
38.	Oregon	OR	N						.0	
39.	Pennsylvania	PA	N						.0	
40.	Rhode Island	RI	N						.0	
41.	South Carolina	SC	N						.0	
42.	South Dakota	SD	N						.0	
43.	Tennessee	TN	N						.0	
44.	Texas	TX	N						.0	
45.	Utah	UT	N						.0	
46.	Vermont	VT	N						.0	
47.	Virginia	VA	N						.0	
48.	Washington	WA	N						.0	
49.	West Virginia	WV	N						.0	
50.	Wisconsin	WI	N						.0	
51.	Wyoming	WY	N						.0	
52.	American Samoa	AS	N						.0	
53.	Guam	GU	N						.0	
54.	Puerto Rico	PR	N						.0	
55.	U.S. Virgin Islands	VI	N						.0	
56.	Northern Mariana Islands	MP	N						.0	
57.	Canada	CAN	N						.0	
58.	Aggregate Other Aliens	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59.	Subtotal	XXX	5,787	.0	.0	.0	.0	.0	5,787	.0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							.0	
61.	Totals (Direct Business)	(a) 3	5,787	.0	.0	.0	.0	.0	5,787	.0
DETAILS OF WRITE-INS										
58001.			XXX							
58002.			XXX							
58003.			XXX							
58998.	Summary of remaining write-ins for Line 58 from overflow page		XXX	.0	.0	.0	.0	.0	.0	.0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX	.0	.0	.0	.0	.0	.0	.0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

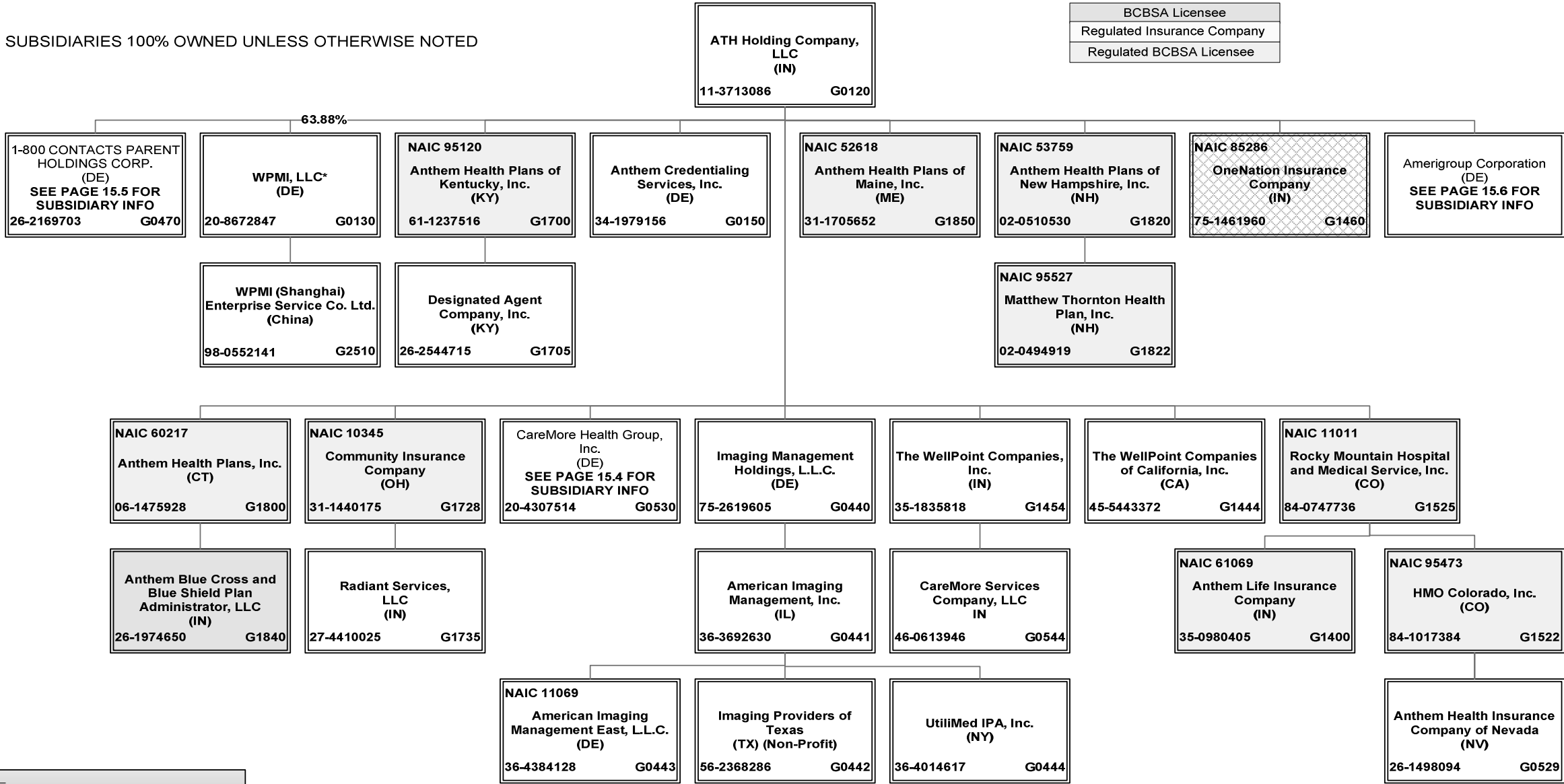
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



50% of National Telehealth Network, LLC is owned by American Well Corporation

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

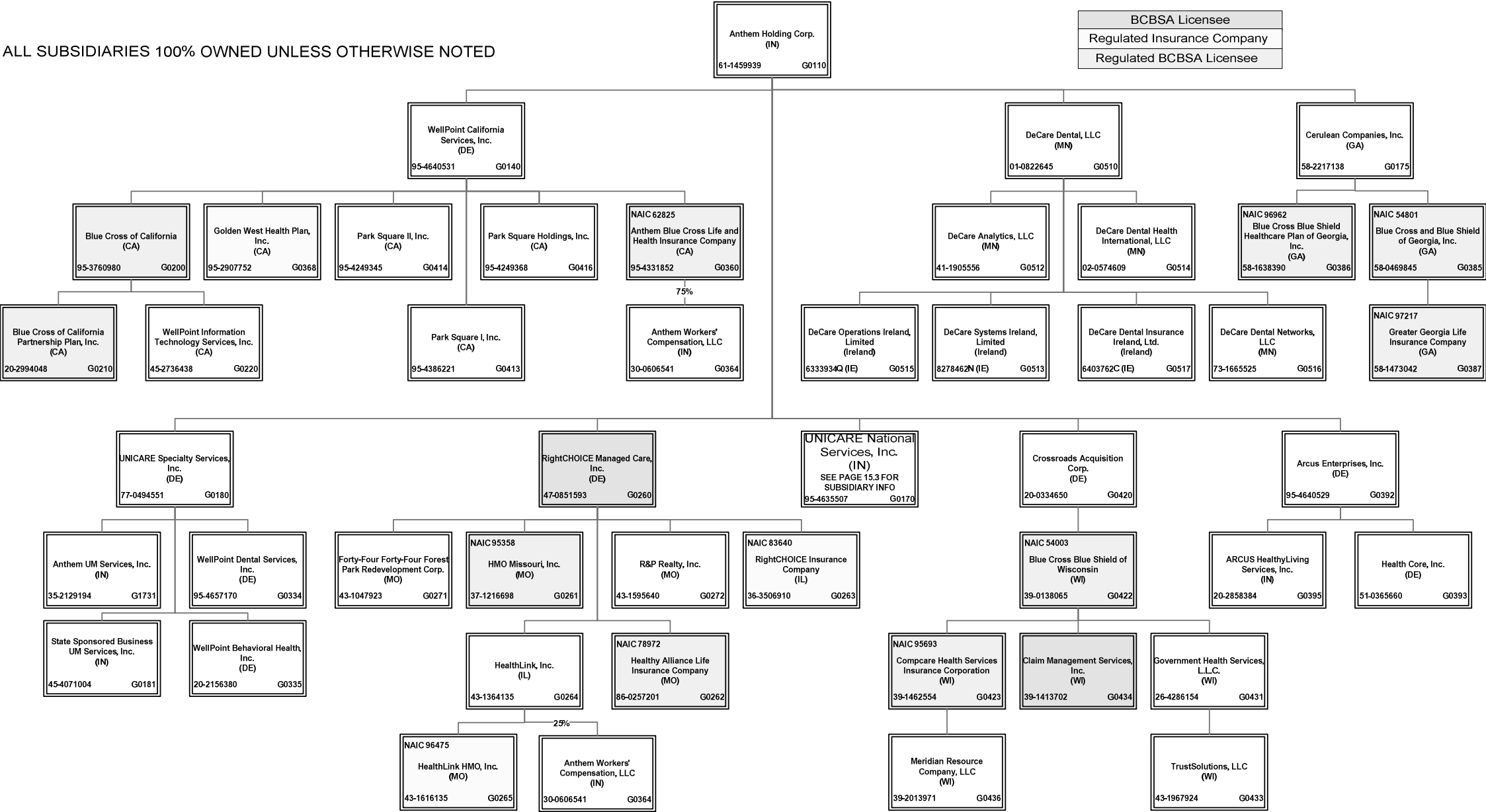


BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

*36.12 of WPMI, LLC is owned by unaffiliated investors

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

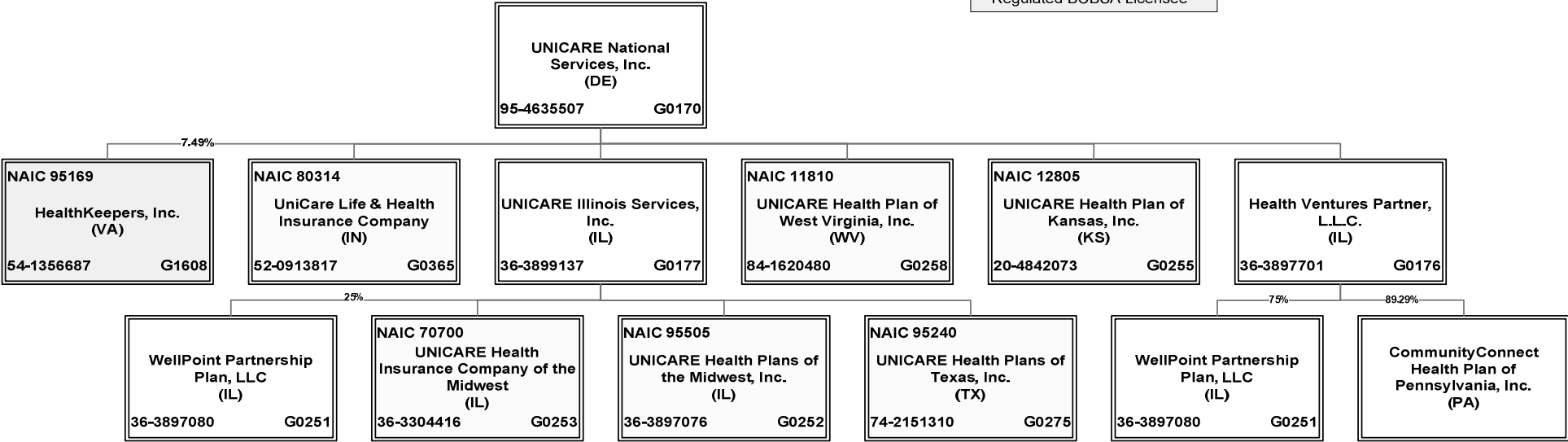
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

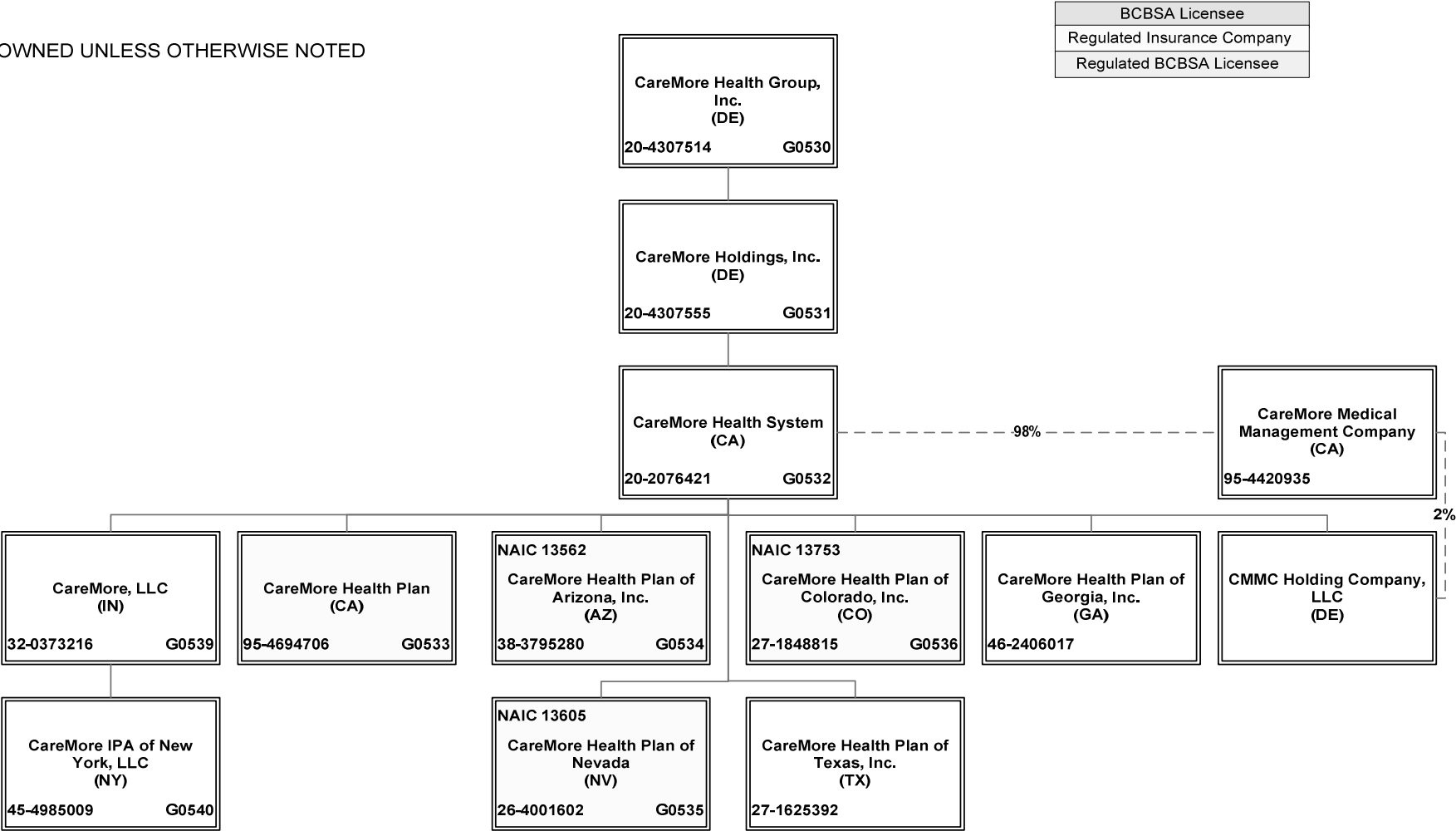
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



*10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

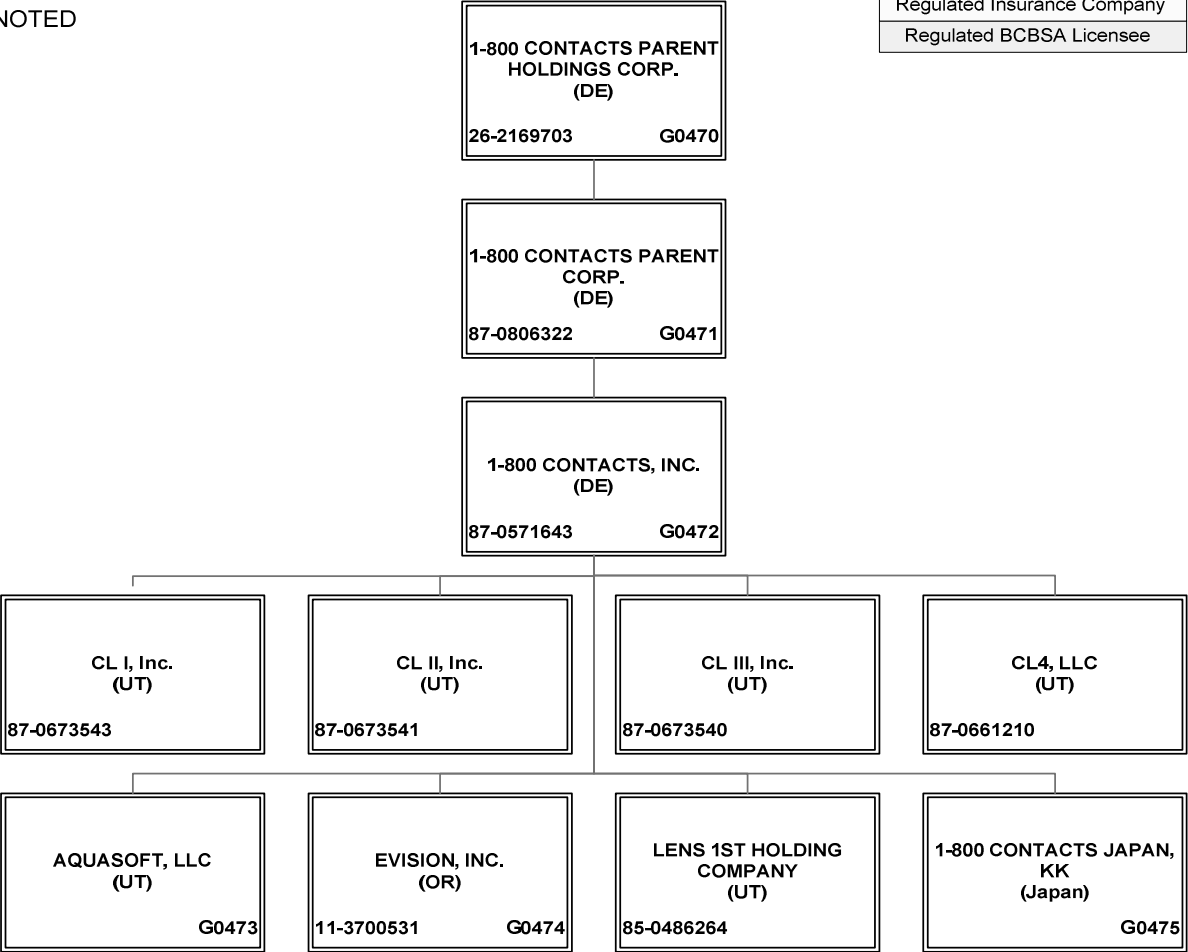
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

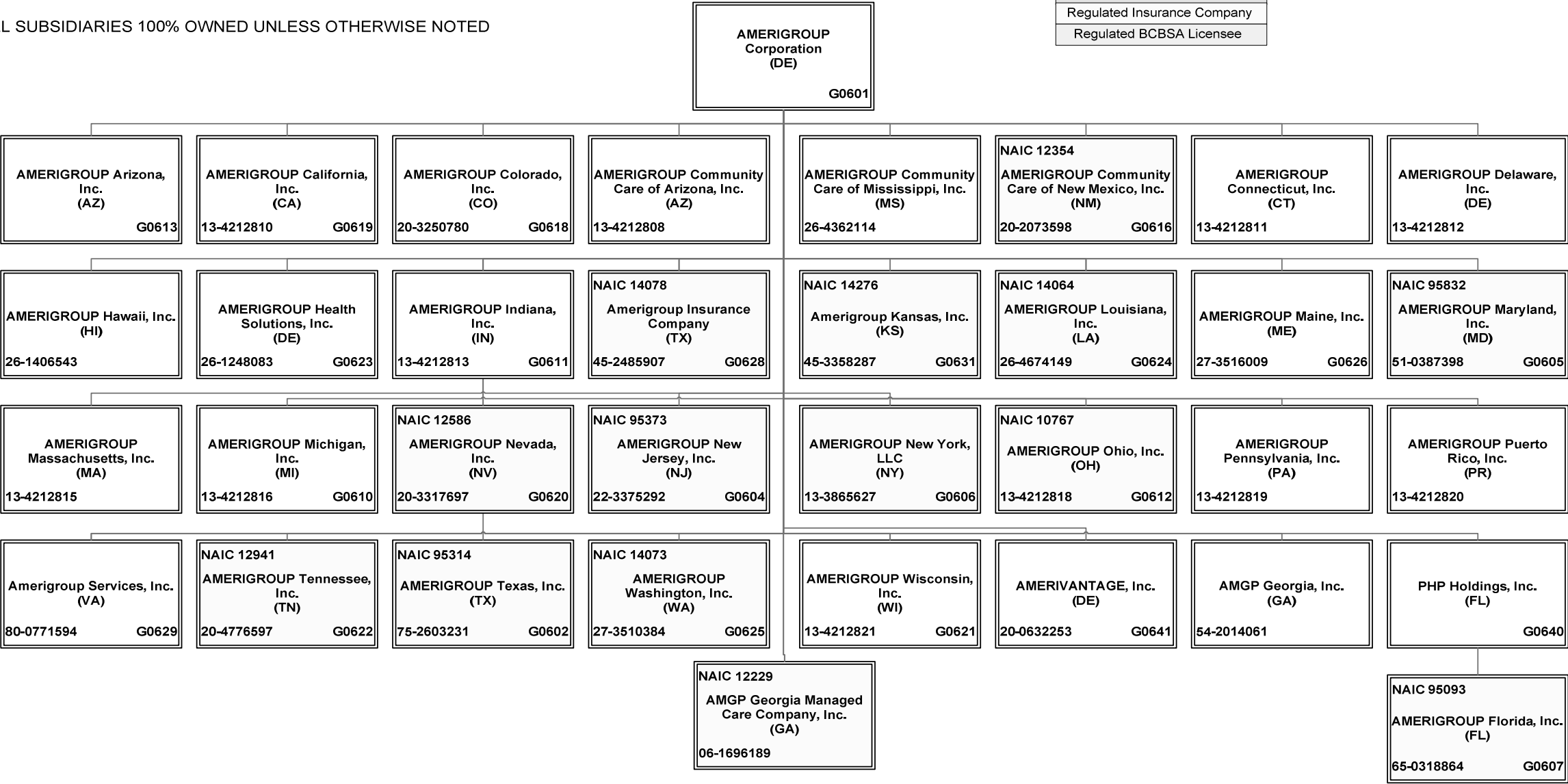
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	WellPoint, Inc.		87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						1-800 CONTACTS JAPAN, KK	JPN	NIA	1-800 CONTACTS, INC.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-3250780				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
							AMERIGROUP Community Care of Arizona, Inc.							
0671	WellPoint, Inc.		13-4212808					AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
							AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-4362114				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212811				AMERIGROUP Corporation	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Delaware, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1406543				AMERIGROUP Hawaii, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1248083				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212813				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		27-3516009				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212816				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	0100
0671	WellPoint, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
							Anthem Blue Cross and Blue Shield Plan Administrator, LLC	IN	NIA	Anthem Health Plans, Inc.	Ownership	100.000	WellPoint, Inc.	
							Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Credentialing Services, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		34-1979156				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1898945				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	26-1498094				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		61-1237516											

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671...	WellPoint, Inc. ....	..52618...	31-1705652				Anthem Health Plans of Maine, Inc. ....	..ME...	..IA...	ATH Holding Company, LLC	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..53759...	02-0510530				Anthem Health Plans of New Hampshire, Inc. ....	..NH...	..IA...	ATH Holding Company, LLC	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..71835...	54-0357120	40003317			Anthem Health Plans of Virginia, Inc. ....	..VA...	..IA...	Anthem Southeast, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..60217...	06-1475928				Anthem Health Plans, Inc. ....	..CT...	..IA...	ATH Holding Company, LLC	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..61-1459939	61-1459939				Anthem Holding Corp. ....	..IN...	..UIP...	WellPoint, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..28207...	35-0781558				Anthem Insurance Companies, Inc. ....	..IN...	..IA...	WellPoint, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..13573...	20-5876774				Anthem Life & Disability Insurance Company							
...0671...	WellPoint, Inc. ....	..61069...	35-0980405				Anthem Life Insurance Company .....	..IN...	..IA...	WellPoint Acquisition, LLC	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		32-0031791				Anthem Southeast, Inc. ....	..IN...	..NIA...	Rocky Mountain Hospital and Medical Service, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		35-2129194				Anthem UM Services, Inc. ....	..IN...	..NIA...	WellPoint, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	..IN...	..NIA...	UNICARE Specialty Services, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	..IN...	..NIA...	Anthem Blue Cross Life and Health Insurance Company	Ownership.....	..75.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		95-4640529				AQUASOFT, LLC	..UT...	..NIA...	HealthLink, Inc.	Ownership.....	..25.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		20-2858384				Arcus Enterprises, Inc. ....	..DE...	..NIA...	1-800 CONTACTS, INC.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		35-1292384				ARCUS HealthLiving Services, Inc. ....	..IN...	..NIA...	Anthem Holding Corp.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		11-3713086				Associated Group, Inc. ....	..IN...	..NIA...	Arcus Enterprises, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		58-0469845				ATH Holding Company, LLC	..IN...	..NIA...	Anthem Insurance Companies, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..54801...	58-0469845				Blue Cross and Blue Shield of Georgia, Inc. ....	..GA...	..IA...	WellPoint, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..96962...	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc. ....	..GA...	..IA...	Cerulean Companies, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..54003...	39-0138065				Blue Cross Blue Shield of Wisconsin	..WI...	..IA...	Cerulean Companies, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		95-3760980				Blue Cross of California	..CA...	..IA...	Crossroads Acquisition Corp.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc. ....	..CA...	..IA...	WellPoint California Services, Inc.	Ownership.....	..100.000...	WellPoint, Inc. ....	..0101...
...0671...	WellPoint, Inc.		20-4307514				CareMore Health Group, Inc. ....	..DE...	..NIA...	Blue Cross of California	Ownership.....	..100.000...	WellPoint, Inc. ....	..0102...
...0671...	WellPoint, Inc.		95-4694706				CareMore Health Plan	..CA...	..IA...	ATH Holding Company, LLC	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..13562...	38-3795280				CareMore Health Plan of Arizona, Inc. ....	..AZ...	..IA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc. ....	..0103...
...0671...	WellPoint, Inc. ....	..13753...	27-1848815				CareMore Health Plan of Colorado, Inc. ....	..CO...	..IA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc. ....	..GA...	..NIA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc. ....	..13605...	26-4001602				CareMore Health Plan of Nevada	..NV...	..IA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		27-1625392				CareMore Health Plan of Texas, Inc. ....	..TX...	..NIA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		20-4307555				CareMore Holdings, Inc. ....	..DE...	..NIA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		45-4985009				CareMore IPA of New York, LLC	..NY...	..NIA...	CareMore Health Group, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		32-0373216				CareMore, LLC	..IN...	..NIA...	CareMore, LLC	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		20-2076421				CareMore Health System	..CA...	..NIA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	..CA...	..NIA...	CareMore Holdings, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	..CA...	..NIA...	CareMore Health System	Ownership.....	..98.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		58-2217138				CareNex Health Services, LLC	..DE...	..NIA...	CMMC Holding Company, LLC	Ownership.....	..2.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		87-0673543				Cerulean Companies, Inc. ....	..GA...	..NIA...	SellCore, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		87-0673541				CL I, Inc. ....	..UT...	..NIA...	Anthem Holding Corp.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		87-0673540				CL II, Inc. ....	..UT...	..NIA...	1-800 Contacts, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		87-0661210				CL III, Inc. ....	..UT...	..NIA...	1-800 Contacts, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.		39-1413702				CL4, Inc. ....	..UT...	..NIA...	1-800 Contacts, Inc.	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.						Claim Management Services, Inc. ....	..WI...	..NIA...	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000...	WellPoint, Inc.	
...0671...	WellPoint, Inc.						CMMC Holding Company, LLC	..DE...	..NIA...	CareMore Health System	Ownership.....	..100.000...	WellPoint, Inc.	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0671	WellPoint, Inc.		35-2393838				CommunityConnect Health Plan of Pennsylvania, Inc.	..PA	..NIA	Health Ventures Partner, L.L.C.	Ownership	..89.290	WellPoint, Inc.	..0104
..0671	WellPoint, Inc.	..10345	31-1440175				Community Insurance Company	..OH	..IA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95693	39-1462554				Compcare Health Services Insurance Corporation	..WI	..IA	Blue Cross Blue Shield of Wisconsin	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		20-0334650				Crossroads Acquisition Corp.	..DE	..NIA	Anthem Holding Corp.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		41-1905556				DeCare Analytics, LLC	..MN	..NIA	DeCare Dental, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		02-0574609				DeCare Dental Health International, LLC	..MN	..NIA	DeCare Dental, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						DeCare Dental Insurance Ireland, Ltd.	..JRL	..NIA	DeCare Dental, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		73-1665525				DeCare Dental Networks, LLC	..MN	..NIA	DeCare Dental, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		01-0822645				DeCare Dental, LLC	..MN	..NIA	Anthem Holding Corp.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						DeCare Operations Ireland, Limited	..JRL	..NIA	DeCare Dental, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						DeCare Systems Ireland, Limited	..JRL	..NIA	DeCare Dental, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-2544715				Designated Agent Company, Inc.	..KY	..NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-3934328				EHC Benefits Agency, Inc.	..NY	..NIA	WellPoint Holding Corp	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..55093	23-7391136				Empire HealthChoice Assurance, Inc.	..NY	..IA	WellPoint Holding Corp	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95433	13-3874803				Empire HealthChoice HMO, Inc.	..NY	..IA	Empire HealthChoice Assurance, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		11-3700531				EVISION, INC.	..OR	..NIA	1-800 CONTACTS, INC.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	..MO	..NIA	RightCHOICE Managed Care, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		95-2907752				Golden West Health Plan, Inc.	..CA	..IA	WellPoint California Services, Inc.	Ownership	..100.000	WellPoint, Inc.	..0105
..0671	WellPoint, Inc.		26-4286154				Government Health Services, LLC	..WI	..NIA	Blue Cross Blue Shield of Wisconsin	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..97217	58-1473042				Greater Georgia Life Insurance Company	..GA	..IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		51-0365660				Health Core, Inc.	..DE	..NIA	Arcus Enterprises, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		54-1237939				Health Management Corporation	..VA	..NIA	Southeast Services, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-3897701				Health Ventures Partner, L.L.C.	..IL	..NIA	UNICARE National Services, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95169	54-1356687				HealthKeepers, Inc.	..VA	..IA	Anthem Southeast, Inc.	Ownership	..92.510	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95169	54-1356687				HealthKeepers, Inc.	..VA	..IA	UNICARE National Services, Inc.	Ownership	..7.490	WellPoint, Inc.	
..0671	WellPoint, Inc.	..96475	43-1616135				HealthLink HMO, Inc.	..MO		HealthLink, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		43-1364135				HealthLink, Inc.	..IL	..UDP	RightCHOICE Managed Care, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..78972	86-0257201				Healthy Alliance Life Insurance Company	..MO	..IA	RightCHOICE Managed Care, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95473	84-1017384				HMO Colorado, Inc.	..CO	..IA	Service, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95358	37-1216698				HMO Missouri, Inc.	..MO	..IA	RightCHOICE Managed Care, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	..DE	..NIA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	..TX	..NIA	American Imaging Management, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		85-0486264				LENS 1ST HOLDING COMPANY	..UT	..NIA	1-800 CONTACTS, INC.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.	..95527	02-0494919				Matthew Thornton Health Plan, Inc.	..NH	..IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		39-2013971				Meridian Resource Company, LLC	..WI	..NIA	Compcare Health Services Insurance Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		35-1840597				National Government Services, Inc.	..IN	..NIA	Anthem Insurance Companies, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		46-1595582				National Telehealth Network, LLC	..DE	..NIA	Sellcore, Inc.	Ownership	..50.000	WellPoint, Inc.	..0106
..0671	WellPoint, Inc.	..85286	75-1461960				OneNation Insurance Company	..IN	..IA	ATH Holding Company, LLC	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		95-4249368				Park Square Holdings, Inc.	..CA	..NIA	WellPoint California Services, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		95-4386221				Park Square I, Inc.	..CA	..NIA	WellPoint California Services, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		95-4249345				Park Square II, Inc.	..CA	..NIA	WellPoint California Services, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.						PHP Holdings, Inc.	..FL	..NIA	AMERIGROUP Corporation	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		43-1595640				R & P Realty, Inc.	..MO	..NIA	RightCHOICE Managed Care, Inc.	Ownership	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		56-2396739				Resolution Health, Inc.	..DE	..NIA	Anthem Southeast, Inc.	Ownership	..100.000	WellPoint, Inc.	

STATEMENT AS OF MARCH 31, 2013 OF THE HealthLink HMO, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671 ...	WellPoint, Inc. ....	.....	27-4410025 .....	.....	.....	.....	Radiant Services, LLC .....	..IN.....	..NIA.....	Community Insurance Company	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...60024	13-3989915 .....	.....	.....	.....	Rayant Insurance Company of New York .....	..NY.....	..IA.....	WellPoint Holding Corp	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...83640	36-3506910 .....	.....	.....	.....	RightCHOICE Insurance Company .....	..IL.....	..IA.....	RightCHOICE Managed Care, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	47-0851593 .....	.....	.....	.....	RightCHOICE Managed Care, Inc. ....	..DE.....	..UIP.....	Anthem Holding Corp.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	.....	.....	.....	.....	Rocky Mountain Hospital and Medical Service, Inc. ....	..CO.....	..IA.....	ATH Holding Company, LLC	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...11011	84-0747736 .....	.....	.....	.....	SellCore, Inc. ....	..DE.....	..NIA.....	WellPoint, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-0473316 .....	.....	.....	.....	Southeast Services, Inc. ....	..VA.....	..NIA.....	Anthem Southeast, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	55-0712302 .....	.....	.....	.....	State Sponsored Business UM Services, Inc. ....	.....	.....	.....	.....	.....	.....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-4071004 .....	.....	.....	.....	.....	..IN.....	..NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	35-1835818 .....	.....	.....	.....	The WellPoint Companies, Inc. ....	..IN.....	..NIA.....	ATH Holding Company, LLC	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-5443372 .....	.....	.....	.....	The WellPoint Companies of California, Inc. ....	..CA.....	..NIA.....	ATH Holding Company, LLC	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	43-1967924 .....	.....	.....	.....	TrustSolutions, LLC .....	..WI.....	..NIA.....	Government Health Services, LLC	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...70700	36-3304416 .....	.....	.....	.....	UNICARE Health Insurance Company of the Midwest .....	..IL.....	..IA.....	UNICARE Illinois Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...12805	20-4842073 .....	.....	.....	.....	UNICARE Health Plan of Kansas, Inc. ....	..KS.....	..IA.....	UNICARE National Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	.....	.....	.....	.....	UNICARE Health Plan of West Virginia, Inc. ....	.....	.....	.....	.....	.....	.....	.....
...0671 ...	WellPoint, Inc. ....	...11810	84-1620480 .....	.....	.....	.....	.....	..WV.....	..IA.....	UNICARE National Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95420	74-2151310 .....	.....	.....	.....	UNICARE Health Plans of Texas, Inc. ....	..TX.....	..IA.....	UNICARE Illinois Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95505	36-3897076 .....	.....	.....	.....	UNICARE Health Plans of the Midwest, Inc. ....	..IL.....	..IA.....	UNICARE Illinois Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3899137 .....	.....	.....	.....	UNICARE Illinois Services, Inc. ....	..IL.....	..NIA.....	UNICARE National Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...80314	52-0913817 .....	.....	.....	.....	UNICARE Life & Health Insurance Company .....	..IN.....	..IA.....	UNICARE National Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4635507 .....	.....	.....	.....	UNICARE National Services, Inc. ....	..DE.....	..NIA.....	Anthem Holding Corp.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	77-0494551 .....	.....	.....	.....	UNICARE Specialty Services, Inc. ....	..DE.....	..NIA.....	Anthem Holding Corp.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-4014617 .....	.....	.....	.....	UtiliMED IPA, Inc. ....	..NY.....	..NIA.....	American Imaging Management, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-4405193 .....	.....	.....	.....	WellPoint Acquisition, LLC .....	..IN.....	..NIA.....	WellPoint, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-2156380 .....	.....	.....	.....	WellPoint Behavioral Health, Inc. ....	..DE.....	..NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4640531 .....	.....	.....	.....	WellPoint California Services, Inc. ....	..DE.....	..NIA.....	Anthem Holding Corp.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4657170 .....	.....	.....	.....	WellPoint Dental Services, Inc. ....	..DE.....	..NIA.....	UNICARE Specialty Services, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-3620996 .....	.....	.....	.....	WellPoint Holding Corp .....	..DE.....	..NIA.....	WellPoint, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-2736438 .....	.....	.....	.....	WellPoint Information Technology Services, Inc. ....	..CA.....	..NIA.....	Blue Cross of California	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-4595641 .....	.....	.....	.....	WellPoint Insurance Services, Inc. ....	..HI.....	..NIA.....	WellPoint, Inc.	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3897080 .....	.....	.....	.....	WellPoint Partnership Plan, LLC .....	..IL.....	..NIA.....	Health Ventures Partner, L.L.C.	Ownership.....	75.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3897080 .....	.....	.....	.....	WellPoint Partnership Plan, LLC .....	..IL.....	..NIA.....	UNICARE Illinois Services, Inc.	Ownership.....	25.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	35-2145715 .....	.....	6324	New York Stock Exchange (NYSE)	WellPoint, Inc. ....	..IN.....	..UIP.....	.....	.....	.....	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	98-0552141 .....	.....	.....	.....	WPMI (Shanghai) Enterprise Service Co. Ltd. ....	..CHN.....	..NIA.....	WPMI, LLC	Ownership.....	100.000	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-8672847 .....	.....	.....	.....	WPMI, LLC .....	..DE.....	..NIA.....	ATH Holding Company, LLC	Ownership.....	63.880	WellPoint, Inc. ....	...0107

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	10.71% owned by unaffiliated investors
0105	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.

STATEMENT AS OF MARCH 31, 2013 OF THE HealthLink HMO, Inc.

Asterisk	Explanation
0106	50% owned by American Well Corporation
0107	36.12% owned by unaffiliated investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	14,506,078	25,148,680
2. Cost of bonds and stocks acquired		1,513,886
3. Accrual of discount	960	6,956
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		227,896
6. Deduct consideration for bonds and stocks disposed of		12,378,746
7. Deduct amortization of premium	3,205	12,594
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	14,503,833	14,506,078
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	14,503,833	14,506,078

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	14,742,764	13,902	139	(375,114)	14,381,413	0	0	14,742,764
2. Class 2 (a)	0	0	0	372,868	372,868	0	0	
3. Class 3 (a)	0				0			
4. Class 4 (a)	0				0			
5. Class 5 (a)	0				0			
6. Class 6 (a)	0				0			
7. Total Bonds	14,742,764	13,902	139	(2,246)	14,754,281	0	0	14,742,764
PREFERRED STOCK								
8. Class 1	0				0			
9. Class 2	0				0			
10. Class 3	0				0			
11. Class 4	0				0			
12. Class 5	0				0			
13. Class 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	14,742,764	13,902	139	(2,246)	14,754,281	0	0	14,742,764

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	250,449	xxx	250,449	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	236,686	97,151
2. Cost of short-term investments acquired	13,902	11,990,067
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	139	11,850,532
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	250,449	236,686
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	250,449	236,686

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of Derivatives
N O N E

Schedule E - Verification - Cash Equivalents
N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired
N O N E

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of
N O N E

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

STATEMENT AS OF MARCH 31, 2013 OF THE HealthLink HMO, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							